

# Exhibit B

APPLICATION FOR REGISTRATION  
OF  
WESTBOROUGH SPE LLC  
(A Foreign Limited Liability Company)

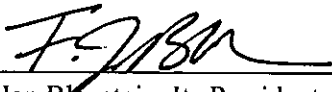
007  
**FILED**  
OCT 29 1997  
SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), the undersigned hereby certifies as follows:

1. Federal Taxpayer Identification Number. The federal taxpayer identification number of the LLC has been applied for.
2. Name of the Limited Liability Company. The name of the limited liability company (the "LLC") is Westborough SPE LLC.
3. State of Formation. The LLC was formed under the laws of the State of Delaware on October 22, 1997.
4. Business of the LLC. The general character of the business the LLC proposes to do in the Commonwealth is to acquire, own, develop, construct, rehabilitate, improve, maintain, finance, manage, operate, lease, sell, convey, assign, mortgage and otherwise deal with real estate, and to own interests in incorporated and unincorporated entities engaged in any of the foregoing, and to carry on any related or unrelated lawful business, trade, purpose or activity.
5. Business Address of Principal Office. The business address of the principal office of the LLC is c/o Babcock & Brown Administrative Services, Inc., 2 Harrison Street, 6th Floor, San Francisco, CA 94105.
6. Manager(s). The name and address of the manager of the LLC is Babcock & Brown Administrative Services, Inc., 2 Harrison Street, 6th Floor, San Francisco, CA 94105.
7. Business Address in the Commonwealth. The business address of the principal office of the LLC in the Commonwealth is c/o Corporation Service Company, 84 State Street, 5th Floor, Boston, MA 02109.
8. Agent for Service of Process. The name and address of the resident agent for service of process for the LLC is Corporation Service Company, 84 State Street, 5th Floor, Boston, MA 02109.
9. Date of Dissolution. The LLC is to have no specific date of dissolution.
10. Execution of Documents Relating to Real Property. F. Jan Blaustein, President of Babcock & Brown Administrative Services, Inc., is authorized to execute, acknowledge, deliver and record any recordable instrument on behalf of the LLC purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the Land Court.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true this 2<sup>nd</sup> day of October, 1997.

Babcock & Brown Administrative Services, Inc.

  
F. Jan Blaustein, Its President

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTBOROUGH SPE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8720352

971359389

DATE: 10-24-97

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**COMMONWEALTH OF MASSACHUSETTS**

**FOREIGN LIMITED LIABILITY COMPANY**  
(General Laws, Chapter 156C)

Filed this 25<sup>th</sup> day of Oct  
19 97

FEE PAID  
\$500.00  
OCT 29 1997

CASHIERS  
SECRETARY'S OFFICE

*William Francis Galvin*

**WILLIAM FRANCIS GALVIN**  
**SECRETARY OF THE COMMONWEALTH**

SECRETARY OF THE  
COMMONWEALTH  
97 OCT 29 PM 3:00  
CORPORATION DIVISION

*CT*

*Michelle*

*412-4420*